

**File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		SEP 22 11 24 6	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
<b>1. Name and Mailing Address of Limited Liability Company</b> <b>DOCUMENT # L98000002869</b>  FORTUNE FUNDING, L.L.C. 110 EAST 59TH STREET, 20TH FLOOR NEW YORK NY 10022		<b>1a. Principal Place of Business Address</b> 110 EAST 59TH STREET, 20TH F NEW YORK NY 10022			
<b>2. Principal Place of Business</b> Suite, Apt. #, etc. City & State Zip		<b>2a. Mailing Address</b> Suite, Apt. #, etc. City & State Zip		<b>3. Date Organized or Qualified</b> 11/24/1998	
				<b>3a. State of Formation</b> FL	
				<b>4. FEI Number</b> 59-2329796	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				<b>5. Date of Last Report</b> N/A	
				<b>6. Certificate of Status Desired</b> <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
<b>7. Name and Address of Current Registered Agent</b> SONN, TERRI GRUMER SIMON SCHINDLER & SANDBERG, P.A. 2650 BISCAYNE BLVD MIAMI FL 33137			<b>8. Name and Address of New Registered Agent/Office</b> Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL		
<b>9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.</b>					
SIGNATURE			DATE		
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature requires Filing Fee of \$100.00)</small>					
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>		<b>City, State and Zip Code</b>	
MGR	TRUST U/W OLNICK, ROBERT S	110 EAST 59TH STREET, 20TH		NEW YORK NY	
MGR	OLNICK, SYLVIA	110 EAST 59TH STREET, 20TH		NEW YORK NY	
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<b>11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.</b>					
SIGNATURE:		 TRUST U/W ROBERT S. OLNICK		2/18/99 212-835-2400	
		<small>SIGNATURE AND TITLE OR PRINTED NAME OF SIGNER (MANAGING MEMBER OR MANAGER)</small>		<small>Date</small>	